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ROYCE FOCUS TRUST INC  
Form N-CSR/A  
October 08, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM N-CSR

CERTIFIED AMENDED REPORT  
OF  
REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number: 811-05379

Name of Registrant: Royce Focus Trust, Inc.

Address of Registrant: 1414 Avenue of the Americas  
New York, NY 10019

Name and address of agent for service: John E. Denneen, Esquire  
1414 Avenue of the Americas  
New York, NY 10019

Registrant's telephone number, including area code: (212) 486-1445

Date of fiscal year end: December 31

Date of reporting period: January 1, 2002 - December 31, 2002

ITEM 1: REPORTS TO SHAREHOLDERS

ROYCE FOCUS TRUST, INC.

SCHEDULE OF INVESTMENTS DECEMBER 31, 2002

COMMON STOCKS - 77.3%	SHARES	VALUE
	-----	-----
CONSUMER PRODUCTS - 6.5%		
Apparel and Shoes - 1.5%		
Nautica Enterprises (a)	104,000	\$ 1,155,440
		-----
Home Furnishing/Appliances - 1.1%		
Natuzzi ADR (b)	83,800	851,408
		-----
Sports and Recreation - 3.0%		
+CALLAWAY GOLF (c)	100,000	1,325,000
Monaco Coach (a)	61,350	1,015,342
		-----
		2,340,342
		-----
Other Consumer Products - 0.9%		
Oakley (a)	69,100	709,657
		-----
TOTAL (Cost \$4,838,569)		5,056,847
		=====

CONSUMER SERVICES - 4.6%

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Direct Marketing - 1.9%		
+NU SKIN ENTERPRISES CL. A	127,000	1,520,190
		-----
Retail Stores - 2.7%		
Big Lots (a)	89,400	1,182,762
Charming Shoppes (a)	216,000	902,880
		-----
		2,085,642
		-----
TOTAL (Cost \$2,918,318)		3,605,832
		=====
FINANCIAL INTERMEDIARIES - 6.8%		
Insurance - 6.2%		
PROASSURANCE (a)	124,255	2,609,355
WHITE MOUNTAINS INSURANCE GROUP (c)	4,000	1,292,000
Zenith National Insurance	39,800	936,096
		-----
		4,837,451
		-----
Securities Brokers - 0.6%		
E*TRADE Group (a,c)	100,000	486,000
		-----
TOTAL (Cost \$3,274,573)		5,323,451
		=====
FINANCIAL SERVICES - 2.3%		
Insurance Brokers - 1.4%		
Gallagher (Arthur J.) & Company	36,000	1,057,680
		-----
Investment Management - 0.9%		
+U.S. Global Investors Cl. A (a)	295,605	723,937
		-----
TOTAL (Cost \$913,723)		1,781,617
		=====
HEALTH - 13.2%		
Drugs and Biotech - 8.2%		
+Antigenics (a,c)	90,000	921,600
+Emisphere Technologies (a)	200,000	696,000
+ENDO PHARMACEUTICALS HOLDINGS (a)	200,000	1,539,800
+Gene Logic (a)	89,000	559,810
Lexicon Genetics (a)	150,000	709,500
+Perrigo (a)	87,300	1,060,695
+VIVUS (a,c)	250,000	932,500
		-----
		6,419,905
		-----
Health Services - 0.8%		
Covance (a,c)	25,000	614,750
		-----
Personal Care - 2.0%		
OCULAR SCIENCES (a)	100,000	1,552,000
		-----
Surgical Products and Devices - 2.2%		
Arrow International	30,200	1,228,234
+VISX (a)	50,000	479,000
		-----

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		1,707,234
		-----
TOTAL (Cost \$10,273,863)		10,293,889
		=====
INDUSTRIAL PRODUCTS - 12.5%		
Building Systems and Components - 3.0%		
SIMPSON MANUFACTURING (a)	70,000	2,303,000
		-----
Construction Materials - 3.1%		
FLORIDA ROCK INDUSTRIES	63,350	2,410,467
		-----
Machinery - 5.2%		
LINCOLN ELECTRIC HOLDINGS	101,600	2,352,040
WOODWARD GOVERNOR	40,000	1,740,000
		-----
		4,092,040
		-----
Other Industrial Products - 1.2%		
Wescast Industries Cl. A	37,700	938,730
		-----
TOTAL (Cost \$6,861,083)		9,744,237
		=====
INDUSTRIAL SERVICES - 5.9%		
Commercial Services - 3.7%		
Carlisle Holdings (a)	400,000	1,100,000
CORNELL COMPANIES (a)	150,000	1,350,000
On Assignment (a)	50,000	426,000
		-----
		2,876,000
		-----
Engineering and Construction - 2.2%		
+DYCOM INDUSTRIES (a)	132,500	1,755,625
		-----
TOTAL (Cost \$3,810,026)		4,631,625
		=====
NATURAL RESOURCES - 13.1%		
Energy Services - 1.7%		
INPUT/OUTPUT (a)	300,000	1,275,000
		-----
Oil and Gas - 4.4%		
TOM BROWN (a)	68,800	1,726,880
3TEC ENERGY (a)	120,000	1,702,800
		-----
		3,429,680
		-----
Precious Metals and Mining - 7.0%		
ANGLOGOLD ADR (b)	54,600	1,870,596
+GLAMIS GOLD (a,c)	150,000	1,701,000
+GOLDCORP	150,000	1,908,000
		-----
		5,479,596
		-----
TOTAL (Cost \$7,540,265)		10,184,276

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=====		
TECHNOLOGY - 12.4%		
Aerospace/Defense - 0.4%		
Curtiss-Wright	4,800	306,336
		-----
Components and Systems - 2.4%		
Dionex (a)	20,000	594,200
Kronos (a)	12,750	471,623
+REMEC (a)	200,000	776,000
		-----
		1,841,823
		-----
Distribution - 1.4%		
Richardson Electronics (c)	129,000	1,117,140
		-----

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ROYCE FOCUS TRUST, INC.

SCHEDULE OF INVESTMENTS DECEMBER 31, 2002

	SHARES	VALUE
	-----	-----
TECHNOLOGY (CONTINUED)		
IT Services - 2.7%		
PEROT SYSTEMS CL. A (a)	133,600	\$ 1,432,192
Syntel (a)	30,200	634,502
		-----
		2,066,694
		-----
Semiconductors and Equipment - 0.8%		
Exar (a)	50,000	620,000
		-----
Software - 2.6%		
JDA Software Group (a,c)	70,000	676,200
+Lightspan (a)	669,500	703,644
+Transaction Systems Architects Cl. A (a)	100,000	650,000
		-----
		2,029,844
		-----
Telecommunication - 2.0%		
+ANAREN (a,c)	140,000	1,232,000
+Somera Communications (a,c)	130,000	351,000
		-----
		1,583,000
		-----
TOTAL (Cost \$9,079,144)		9,564,837
		=====
TOTAL COMMON STOCKS		
(Cost \$49,509,564)		60,186,611
		-----

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	PRINCIPAL AMOUNT -----	
CORPORATE BONDS - 2.9%		
+E*TRADE Group 6.00%		
Conv. Sub. Note due 2/1/07	\$3,000,000	\$ 2,250,000
		-----
TOTAL CORPORATE BONDS		
(Cost \$2,147,894)		2,250,000
		=====
U.S. TREASURY OBLIGATIONS - 7.0%		
U.S. Treasury Notes		
7.25%, due 8/15/04	5,000,000	5,469,335
		-----
TOTAL U.S. TREASURY OBLIGATIONS		
(Cost \$5,047,341)		5,469,335
		=====
REPURCHASE AGREEMENT - 12.8%		
State Street Bank & Trust Company,		
0.50% dated 12/31/02, due 1/2/03,		
maturity value \$9,943,276		
(collateralized by U.S. Treasury Notes,		
5.00% due 8/15/11, valued at \$10,145,560)		
(Cost \$9,943,000)		9,943,000
		=====
TOTAL INVESTMENTS - 100.0%		
(Cost \$66,647,799)		77,848,946
CASH AND OTHER ASSETS		
LESS LIABILITIES		107,020
PREFERRED STOCK		(20,000,000)
		-----
NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS		\$ 57,955,966
		=====

- 
- (a) Non-income producing.
  - (b) American Depository Receipt.
  - (c) A portion of these securities were on loan at December 31, 2002. Total market value of loaned securities at December 31, 2002 was \$1,242,139.
  - (+) New additions in 2002.
- BOLD INDICATES THE FUND'S LARGEST 20 EQUITY HOLDINGS IN TERMS OF DECEMBER 31, 2002 MARKET VALUE.

INCOME TAX INFORMATION: The cost of total investments for Federal income tax purposes was \$66,972,929. At December 31, 2002, net unrealized appreciation for all securities was \$10,876,017, consisting of aggregate gross unrealized appreciation of \$14,442,522 and aggregate gross unrealized depreciation of \$3,566,505. The primary differences in book and tax basis cost is the timing of the recognition of losses on securities sold and amortization of discount for book and tax purposes.

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

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ROYCE FOCUS TRUST, INC.

STATEMENT OF ASSETS AND LIABILITIES DECEMBER 31, 2002

ASSETS:

Investments at value (identified cost \$56,704,799)	\$67,905,946
Repurchase agreement (at cost and value)	9,943,000
Cash	333
Collateral from brokers on securities loaned	1,295,145
Receivable for dividends and interest	240,052
Prepaid expenses	2,423

Total Assets 79,386,899

LIABILITIES:

Payable for collateral on securities loaned	1,295,145
Payable for investment advisory fee	49,620
Preferred dividends accrued but not yet declared	33,112
Accrued expenses	53,056

Total Liabilities 1,430,933

PREFERRED STOCK:

7.45% Cumulative Preferred Stock - \$0.001 par value, \$25 liquidation value per share; 800,000 shares outstanding	20,000,000
---	------------

Total Preferred Stock 20,000,000

NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS \$57,955,966

ANALYSIS OF NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS:

Par value of Common Stock - \$0.001 per share; 9,241,025 shares outstanding (100,000,000 shares authorized)	\$ 9,241
Additional paid-in capital	45,713,027
Accumulated net realized gain on investments	1,065,663
Net unrealized appreciation on investments	11,201,147
Preferred dividends accrued but not yet declared	(33,112)

Net Assets applicable to Common Stockholders  
(net asset value per share - \$6.27) \$57,955,966

STATEMENTS OF CHANGES IN NET ASSETS

	Year ended December 31, 2002	Year ended December 31, 2001
INVESTMENT OPERATIONS:		
Net investment income (loss)	\$ (103,396)	\$ 431,263
Net realized gain on investments	1,317,847	2,603,772
Net change in unrealized appreciation on investments	(8,047,125)	4,458,997

Net increase (decrease) in net assets

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resulting from investment operations	(6,832,674)	7,494,032
-----		
DISTRIBUTIONS TO PREFERRED STOCKHOLDERS:		
Net investment income	(272,620)	(321,840)
Net realized gain on investments	(1,217,380)	(1,168,160)
-----		
Total distributions to Preferred Stockholders	(1,490,000)	(1,490,000)
-----		
NET INCREASE (DECREASE) IN NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS RESULTING FROM INVESTMENT OPERATIONS		
	(8,322,674)	6,004,032
=====		
DISTRIBUTIONS TO COMMON STOCKHOLDERS:		
Net investment income	(150,865)	(272,127)
Net realized gain on investments	(673,654)	(987,720)
-----		
Total distributions to Common Stockholders	(824,519)	(1,259,847)
-----		
CAPITAL STOCK TRANSACTIONS:		
Reinvestment of distributions to Common Stockholders	449,516	976,135
-----		
NET INCREASE (DECREASE) IN NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS		
	(8,697,677)	5,720,320
NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS:		
Beginning of year	66,653,643	60,933,323
-----		
End of year (including undistributed net investment income of \$423,485 in 2001)	\$57,955,966	\$66,653,643
=====		

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

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ROYCE FOCUS TRUST, INC.

STATEMENT OF OPERATIONS	YEAR ENDED DECEMBER 31, 2002
-----	
INVESTMENT INCOME:	
Income:	
Interest	\$ 684,730
Dividends	400,374
-----	
Total income	1,085,104
-----	
Expenses:	
Investment advisory fees	833,072
Stockholder meeting costs	212,505
Custody and transfer agent fees	73,880
Professional fees	34,460
Stockholder reports	37,213
Directors' fees	34,053
Administrative and office facilities expenses	21,538
Other expenses	59,038
-----	
Total expenses	1,305,759
Fees waived by investment adviser	(117,259)

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Net expenses	1,188,500
Net investment income (loss)	(103,396)
REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS:	
Net realized gain on investments	1,317,847
Net change in unrealized appreciation on investments	(8,047,125)
Net realized and unrealized gain (loss) on investments	(6,729,278)
NET DECREASE IN NET ASSETS RESULTING FROM INVESTMENT OPERATIONS	(6,832,674)
DISTRIBUTIONS TO PREFERRED STOCKHOLDERS	(1,490,000)
NET DECREASE IN NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS RESULTING FROM INVESTMENT OPERATIONS	\$ (8,322,674)

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

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ROYCE FOCUS TRUST, INC.

FINANCIAL HIGHLIGHTS

This table is presented to show selected data for a share of Common Stock outstanding throughout each period, and to assist stockholders in evaluating the Fund's performance for the periods presented.

	Years ended		
	2002	2001	2000
NET ASSET VALUE, BEGINNING OF PERIOD	\$7.28	\$6.77	\$5.88
INVESTMENT OPERATIONS:			
Net investment income (loss)	(0.01)	0.05	0.00
Net realized and unrealized gain (loss) on investments	(0.74)	0.79	1.00
Total investment operations	(0.75)	0.84	1.00
DISTRIBUTIONS TO PREFERRED STOCKHOLDERS:			
Net investment income	(0.03)	(0.04)	(0.00)
Net realized gain on investments	(0.13)	(0.13)	(0.00)
Total distributions to Preferred Stockholders	(0.16)	(0.17)	(0.00)
NET INCREASE (DECREASE) IN NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS			



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RESULTING FROM INVESTMENT OPERATIONS	(0.91)	0.67	1
-----			
DISTRIBUTIONS TO COMMON STOCKHOLDERS:			
Net investment income	(0.02)	(0.03)	(0)
Net realized gain on investments	(0.07)	(0.11)	(0)
-----			
Total distributions to Common Stockholders	(0.09)	(0.14)	(0)
-----			
CAPITAL STOCK TRANSACTIONS:			
Effect of reinvestment of distributions by Common Stockholders	(0.01)	(0.02)	(0)
-----			
Total capital stock transactions	(0.01)	(0.02)	(0)
-----			
NET ASSET VALUE, END OF PERIOD	\$6.27	\$7.28	\$6
=====			
MARKET VALUE, END OF PERIOD	\$5.56	\$6.65	\$5
=====			
TOTAL RETURN (a):			
Market Value	(15.1)%	19.7%	2
Net Asset Value	(12.5)%	10.0%	2
RATIOS BASED ON AVERAGE NET ASSETS APPLICABLE TO			
COMMON STOCKHOLDERS:			
Total expenses (b,c)	1.88%	1.47%	1
Management fee expense	1.13%	1.11%	1
Other operating expenses	0.75%	0.36%	0
Net investment income (loss)	(0.16)%	0.70%	1
SUPPLEMENTAL DATA:			
Net Assets Applicable to Common Stockholders, End of Period			
(in thousands)	\$57,956	\$66,654	\$60,
Liquidation Value of Preferred Stock, End of Period			
(in thousands)	\$20,000	\$20,000	\$20,
Portfolio Turnover Rate	61%	54%	
PREFERRED STOCK:			
Total shares outstanding	800,000	800,000	800,
Asset coverage per share	\$97.44	\$108.32	\$101
Liquidation preference per share	\$25.00	\$25.00	\$25
Average market value per share (d)	\$25.64	\$25.09	\$22
=====			

- (a) The Market Value Total Return is calculated assuming a purchase of Common Stock on the opening of the first business day and a sale on the closing of the last business day of each period reported. Dividends and distributions, if any, are assumed for the purposes of this calculation, to be reinvested at prices obtained under the Fund's Distribution Reinvestment and Cash Purchase Plan. Net Asset Value Total Return is calculated on the same basis, except that the Fund's net asset value is used on the purchase and sale dates instead of market value.
- (b) Expense ratios based on total average net assets including liquidation value of Preferred Stock were 1.43%, 1.11%, 1.05%, 1.06% and 1.16% for the periods ended December 31, 2002, 2001, 2000, 1999 and 1998, respectively.
- (c) Expense ratios based on average net assets applicable to Common Stockholders before waiver of fees by the investment adviser would have been 2.06%, 1.69%, 1.81%, 1.93% and 1.88% for the periods ended December 31, 2002, 2001, 2000, 1999 and 1998, respectively.
- (d) The average of month-end market values during the period.

ROYCE FOCUS TRUST, INC.

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NOTES TO FINANCIAL STATEMENTS

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1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Royce Focus Trust, Inc. (the "Fund") is a diversified closed-end investment company. The Fund commenced operations on March 2, 1988 and Royce & Associates, LLC ("Royce") assumed investment management responsibility for the Fund on November 1, 1996.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

VALUATION OF INVESTMENTS:

Securities listed on an exchange or on the Nasdaq National Market System (NMS) are valued on the basis of the last reported sale prior to the time the valuation is made or, if no sale is reported for such day, at their bid price for exchange-listed securities and at the average of their bid and asked prices for Nasdaq NMS securities. Quotations are taken from the market where the security is primarily traded. Other over-the-counter securities for which market quotations are readily available are valued at their bid price. Securities for which market quotations are not readily available are valued at their fair value under procedures established by the Fund's Board of Directors. Bonds and other fixed income securities may be valued by reference to other securities with comparable ratings, interest rates and maturities, using established independent pricing services.

INVESTMENT TRANSACTIONS AND RELATED INVESTMENT INCOME:

Investment transactions are accounted for on the trade date. Dividend income is recorded on the ex-dividend date and any non-cash dividend income is recorded at the fair market value of the securities received. Interest income is recorded on the accrual basis. Realized gains and losses from investment transactions are determined on the basis of identified cost for book and tax purposes.

EXPENSES:

The Fund incurs direct and indirect expenses. Expenses directly attributable to the Fund are charged to the Fund's operations, while expenses applicable to more than one of the Royce Funds are allocated in an equitable manner. Allocated personnel and occupancy costs related to The Royce Funds are included in administrative and office facilities expenses. The Fund has adopted a deferred fee agreement that allows the Fund's Directors to defer the receipt of all or a portion of Directors' Fees otherwise payable. The deferred fees remain invested in certain Royce Funds until distributed in accordance with the agreement.

TAXES:

As a qualified regulated investment company under Subchapter M of the Internal Revenue Code, the Fund is not subject to income taxes to the extent that it distributes substantially all of its taxable income for its fiscal year. The Schedule of Investments includes information regarding income taxes

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under the caption "Income Tax Information".

### DISTRIBUTIONS:

Distributions to Common Stockholders are recorded on the ex-dividend date and paid annually in December. Distributions to Preferred Stockholders are recorded on an accrual basis and paid quarterly. Distributions are determined in accordance with income tax regulations that may differ from accounting principles generally accepted in the United States of America. Permanent book and tax basis differences relating to stockholder distributions will result in reclassifications within the capital accounts. Undistributed net investment income may include temporary book and tax basis differences, which will reverse in a subsequent period. Any taxable income or gain remaining undistributed at fiscal year end is distributed in the following year.

### REPURCHASE AGREEMENTS:

The Fund enters into repurchase agreements with respect to its portfolio securities solely with State Street Bank and Trust Company ("SSB&T"), the custodian of its assets. The Fund restricts repurchase agreements to maturities of no more than seven days. Securities pledged as collateral for repurchase agreements, which are held by SSB&T until maturity of the repurchase agreements, are marked-to-market daily and maintained at a value at least equal to the principal amount of the repurchase agreement (including accrued interest). Repurchase agreements could involve certain risks in the event of default or insolvency of SSB&T, including possible delays or restrictions upon the ability of the Fund to dispose of the underlying securities.

### 2. SECURITIES LENDING:

The Fund loans securities to qualified institutional investors for the purpose of realizing additional income. This income is included in interest income. Collateral on all securities loaned for the Fund is accepted in cash and is invested temporarily, typically, and specifically at December 31, 2002, in a registered money market fund, by the custodian. The collateral is equal to at least 100% of the current market value of the loaned securities.

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ROYCE FOCUS TRUST, INC.

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NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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### 3. CAPITAL STOCK:

The Fund currently has 800,000 shares of 7.45% Cumulative Preferred Stock outstanding. The stock has a liquidation preference of \$25.00 per share.

Under the Investment Company Act of 1940, the Fund is required to maintain an asset coverage of at least 200% for the Preferred Stock. In addition, pursuant to the Rating Agency Guidelines established by Moody's, the Fund is required to maintain a certain discounted asset coverage. The Fund has met these requirements since issuing the Preferred Stock.

The Fund is required to allocate long-term capital gain distributions and other types of income proportionately to distributions made to holders of shares of Common Stock and Preferred Stock. To the extent that distributions on the shares of Preferred Stock are not paid from long-term capital gains, net investment income or net short-term capital gains, they will represent a return of capital.

The Fund issued 79,701 and 162,419 shares of Common Stock as reinvestment

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of distributions by Common Stockholders for the years ended December 31, 2002 and 2001, respectively.

#### 4. INVESTMENT ADVISORY AGREEMENT:

The Investment Advisory Agreement between Royce and the Fund provides for fees to be paid at an annual rate of 1.0% of the Fund's average daily net assets applicable to Common Stockholders plus liquidation value of Preferred Stock. Royce has voluntarily committed to waive the portion of its investment advisory fee attributable to the Fund's Preferred Stock for any month in which the Fund's average annual NAV total return since issuance of the Preferred Stock fails to exceed the Preferred Stock's dividend rate.

For the year ended December 31, 2002, the Fund accrued and paid Royce advisory fees totaling \$715,813, which is net of \$117,259 voluntarily waived by Royce.

#### 5. DISTRIBUTIONS TO STOCKHOLDERS:

The tax character of distributions paid to stockholders during 2002 and 2001 was as follows:

Distributions paid from:	2002	2001
	----	----
Ordinary income	\$ 423,485	\$ 593,967
Long-term capital gain	1,891,034	2,155,880
	-----	-----
	\$2,314,519	\$2,749,847
	=====	=====

As of December 31, 2002, the tax basis components of distributable earnings included in stockholders' equity were as follows:

Undistributed long-term gain	\$ 1,390,793
Unrealized appreciation	10,876,017
Accrued preferred distributions	(33,112)
	-----
	\$12,233,698
	=====

#### 6. PURCHASES AND SALES OF INVESTMENT SECURITIES:

For the year ended December 31, 2002, the cost of purchases and proceeds from sales of investment securities, other than short-term securities, amounted to \$43,961,561 and \$47,800,885, respectively.

#### 7. PREFERRED STOCK PRESENTATION

To reflect recent accounting guidance from the Securities and Exchange Commission, the Statement of Assets and Liabilities has been modified to present the liquidation value of Preferred Stock below Liabilities and above Net Assets Applicable to Common Stockholders. As revised, Preferred Stock is no longer included as a component of net assets of the Fund. Likewise, the Statement of Operations, the Statement of Changes in Net Assets, and the Financial Highlights have been revised to show distributions to Preferred Stockholders as a component of the net decrease in net assets applicable to Common Stockholders resulting from investment operations. These modifications do not change the amount of net assets applicable to Common Stockholders, the net asset value per share of Common Stock, or the total

return per share of Common Stock.

ROYCE FOCUS TRUST, INC.

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REPORT OF INDEPENDENT AUDITORS

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TO THE BOARD OF DIRECTORS AND STOCKHOLDERS OF ROYCE FOCUS TRUST, INC.

We have audited the accompanying statement of assets and liabilities of Royce Focus Trust, Inc., including the schedule of investments, as of December 31, 2002, and the related statement of operations for the year ended, and the statement of changes in net assets for the two years in the period then ended and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and financial highlights. Our procedures included confirmation of securities owned as of December 31, 2002, by correspondence with the custodian and brokers. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above and audited by us present fairly, in all material respects, the financial position of Royce Focus Trust, Inc. at December 31, 2002, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

TAIT, WELLER & BAKER

Philadelphia, PA

January 15, 2003, except for Note 7, as to which the date is September 12, 2003

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ITEM 3: AUDIT COMMITTEE FINANCIAL EXPERT - NOT APPLICABLE TO THIS AMENDED ANNUAL REPORT.

ITEM 4: PRINCIPAL ACCOUNTANT FEES AND SERVICES - NOT APPLICABLE TO THIS AMENDED ANNUAL REPORT.

ITEM 5: AUDIT COMMITTEE OF LISTED REGISTRANTS. NOT APPLICABLE TO THIS AMENDED ANNUAL REPORT.

ITEM 6: RESERVED.

ITEM 7: DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES -

In June 2003, in response to rules adopted by the Commission, Royce adopted written proxy voting policies and procedures (the "Proxy Voting Procedures") for itself, the Fund, and all The Royce Funds and clients accounts for which Royce is responsible for voting proxies. The Board of Directors of the Fund has delegated all proxy voting decisions to Royce. In voting proxies, Royce is guided by general fiduciary principles. Royce's goal is to act prudently, solely in the best interest of the beneficial owners of the accounts it manages. Royce attempts to consider all factors of its vote that could affect the value of the investment and will vote proxies in the manner it believes will be consistent with efforts to enhance and/or protect stockholder value.

Royce personnel are responsible for monitoring receipt of all proxies and ensuring that proxies are received for all securities for which Royce has proxy voting responsibility. Royce divides proxies into "regularly recurring" and "non-regularly recurring" matters. Examples of regularly recurring matters include non-contested elections of directors and non-contested approvals of independent auditors. Regularly recurring matters are usually voted as recommended by the issuer's board of directors or management. Non-regularly recurring matters are brought to the attention of portfolio manager(s) for the applicable account(s) and, after giving consideration to advisories provided by an independent third party research firm, the portfolio manager(s) directs that such matters be voted in a way that he believes should better protect or enhance the value of the investment. If the portfolio manager determines that information relating to a proxy requires additional analysis, is missing, or is incomplete, the portfolio manager will give the proxy to an analyst or another portfolio manager for review and analysis. Under certain circumstances, Royce may vote against a proposal from the issuer's board of directors or management. Royce's portfolio managers decide these issues on a case-by-case basis. A Royce portfolio manager may, on occasion, decide to abstain from voting a proxy or a specific proxy item when such person concludes that the potential benefit of voting is outweighed by the cost or when it is not in the client's best interest to vote.

In furtherance of Royce's goal to vote proxies in the best interests of its clients, Royce follows specific procedures outlined in the Proxy Voting Procedures to identify, assess and address material conflicts that may arise between Royce's interests and those of its clients before voting proxies on behalf of such clients. In the event such a material conflict of interest is identified, the proxy will be voted by Royce in accordance with the recommendation given by an independent third party research firm.

ITEM 8: RESERVED.

ITEM 9: CONTROLS AND PROCEDURES.

(a) Disclosure Controls and Procedures. The Principal Executive and Financial Officers concluded that the Registrant's Disclosure Controls and Procedures are

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effective based on their evaluation of the Disclosure Controls and Procedures as of a date within 90 days of the filing date of this amended report.

(b) Internal Controls. There were no significant changes in Registrant's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

ITEM 10: EXHIBITS ATTACHED HERETO. (ATTACH CERTIFICATIONS AS EXHIBITS)

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ROYCE FOCUS TRUST, INC.

BY: /s/ Charles M. Royce  
CHARLES M. ROYCE  
PRESIDENT

Date: October 8, 2003

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this amended report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

ROYCE FOCUS TRUST, INC.

BY: /s/ Charles M. Royce  
CHARLES M. ROYCE  
PRESIDENT

Date: October 8, 2003

ROYCE FOCUS TRUST, INC.

BY: /s/ John D. Diederich  
JOHN D. DIEDERICH  
CHIEF FINANCIAL OFFICER

Date: October 8, 2003